



Entered on Docket  
April 15, 2011

Hon. Gregg W. Zive  
United States Bankruptcy Judge

Paul S. Aronzon (CA State Bar No. 88781)  
Thomas R. Kreller (CA State Bar No. 161922)  
Robert C. Shenfeld (CA State Bar No. 228181)  
MILBANK, TWEED, HADLEY & McCLOY LLP  
601 South Figueroa Street, 30th Floor  
Los Angeles, California 90017  
Telephone: (213) 892-4000  
Facsimile: (213) 629-5063

Laury Macauley (NV State Bar No. 11413)  
Dawn M. Cica (NV State Bar No. 4565)  
LEWIS AND ROCA LLP  
50 West Liberty Street, Suite 410  
Reno, Nevada 89501  
Telephone: (775) 823-2900  
Facsimile: (775) 823-2929  
lmacauley@lrlaw.com; dcica@lrlaw.com

Reorganization Counsel for  
Debtors and Debtors in Possession

Local Reorganization Counsel for  
Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

STATION CASINOS, INC., *et al.*,

Debtors and Debtors in Possession.<sup>1</sup>

☒ Affects all debtors listed in footnote 2<sup>2</sup>

Chapter 11

Case No. BK-09-52477  
Jointly Administered BK-09-52470 through BK-  
09-52487, BK-10-50381, BK-11-51188, BK-11-  
51190 through BK-11-51219

**ORDER: (I) DIRECTING JOINT  
ADMINISTRATION OF CASES WITH SCI  
CASES; (II) APPROVING USE OF  
CONSOLIDATED CAPTION;  
(III) DIRECTING CLERK OF COURT TO  
MAINTAIN SINGLE DOCKET; (IV)  
ADOPTING AND APPLYING CERTAIN  
PRIOR ORDERS FROM THE SCI CASES  
TO CERTAIN DEBTORS; AND (V)  
DIRECTING U.S. TRUSTEE TO NOT  
CONVENE 341(a) MEETING**

Hearing Date: April 14, 2011

<sup>1</sup> The debtors in these jointly administered chapter 11 cases are: (i) Station Casinos, Inc.; Northern NV Acquisitions, LLC; Reno Land Holdings, LLC; River Central, LLC; Tropicana Station, LLC; FCP Holding, Inc.; FCP VoteCo, LLC; Fertitta Partners LLC; FCP MezzCo Parent, LLC; FCP MezzCo Parent Sub, LLC; FCP MezzCo Borrower VII, LLC; FCP MezzCo Borrower VI, LLC; FCP MezzCo Borrower V, LLC; FCP MezzCo Borrower IV, LLC; FCP MezzCo Borrower III, LLC; FCP MezzCo Borrower II, LLC; FCP MezzCo Borrower I, LLC; FCP PropCo, LLC; and GV Ranch Station, Inc. (collectively, the "**SCI Debtors**"), (ii) Auburn Development, LLC; Boulder Station, Inc.; Centerline Holdings, LLC; Charleston Station, LLC; CV HoldCo, LLC; Durango Station, Inc.; Fiesta Station, Inc.; Fresno Land Acquisitions, LLC; Gold Rush Station, LLC; Green Valley Station, Inc.; GV Ranch Station, Inc.; Inspirada Station, LLC; Lake Mead Station, Inc.; LML Station, LLC; Magic Star Station, LLC; Palace Station Hotel & Casino, Inc.; Past Enterprises, Inc.; Rancho Station, LLC; Santa Fe Station, Inc.; SC

1           Upon the motion (the “Motion”) of the Subsidiary Debtors,<sup>3</sup> Aliante Debtors and GVR  
 2 (collectively, the “Debtors”) for an order (i) directing the joint administration of their respective  
 3 Chapter 11 Cases for procedural purposes only with each other and with the pending jointly  
 4 administered SCI Cases; (ii) directing the Clerk of the Court to maintain a single docket for the  
 5 jointly administered cases with the SCI Cases; (iii) approving the use of a consolidated caption  
 6 for these jointly administered cases; (iv) upon joint administration, adopting and applying the  
 7 Existing Process and Procedures Orders, Existing Operational Order and Existing Employment  
 8 Orders to the extent specified in the Motion; and (v) directing that the U.S. Trustee not convene a  
 9 341(a) meeting; and the Court having reviewed the Motion; and all objections to the Motion, if  
 10 any, having been resolved, withdrawn or overruled; and the Court having determined that the  
 11 legal and factual bases set forth in the Motion and the Friel Declarations establish just cause for  
 12 the relief granted herein; and after due deliberation and sufficient cause appearing therefore,  
 13 THE COURT HEREBY FINDS AND CONCLUDES AS FOLLOWS:

14           A.       This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334,  
 15 and over the persons and property affected thereby. Consideration of the Motion constitutes a  
 16 core proceeding under 28 U.S.C. § 157(b)(2).

17           B.       Under the circumstances, the Court concludes that the notice of the  
 18 Motion given by the Debtors constitutes due, sufficient and appropriate notice (i) of the Motion  
 19 and (ii) opportunity for a hearing on the Motion, and the notice requirements of Bankruptcy Rule  
 20 2002 are deemed satisfied.

21  
 22  
 23  
 24 Durango Development LLC; Sonoma Land Holdings, LLC; Station Holdings, Inc.; STN Aviation, Inc.;  
 25 Sunset Station, Inc.; Texas Station, LLC; Town Center Station, LLC; Tropicana Acquisitions, LLC; and  
 26 Vista Holdings, LLC (collectively, the “Subsidiary Debtors”), (iii) Aliante Gaming, LLC, Aliante  
 Holding, LLC, and Aliante Station, LLC (collectively, the “Aliante Debtors”), and (iv) Green Valley  
 Ranch Gaming, LLC (“GVR”).

27 <sup>2</sup> This Order affects: the **Subsidiary Debtors**, the **Aliante Debtors** and **GVR** (collectively, the  
 “Debtors”).

28 <sup>3</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the  
 Motion.

1 C. The Debtors have demonstrated sufficient cause to grant the relief  
 2 requested in the Motion and set forth in this order under Bankruptcy Code Sections 105(a) and  
 3 341(e), Bankruptcy Rule 1015 and Local Rule 1015.

4 D. Based on the foregoing and upon the record made before this Court at the  
 5 hearing on the Motion, and good and sufficient cause appearing therefore, IT IS HEREBY  
 6 ORDERED THAT:

7 1. The Motion is granted in its entirety.

8 2. The Chapter 11 Cases of the Debtors shall be and hereby are consolidated  
 9 with each other and with the SCI Cases for procedural purposes only, and shall be jointly  
 10 administered by the Court under *In re Station Casinos, Inc., et al*, U.S.B.C., D. Nevada Case No.  
 11 BK-09-52477 (Jointly Administered) BK-09-52470 through BK-09-52487, BK-10-50381, BK-  
 12 11-51188, and BK-11-51190 through BK-11-51219.

13 3. Nothing contained in this order shall be deemed or construed as directing  
 14 or otherwise effecting the substantive consolidation of any Debtors' estates with each other or  
 15 with any of the SCI Debtor's estates or otherwise affecting the substantive rights of any creditor  
 16 of or equity interest holder in any Debtor or any SCI Debtor under the Bankruptcy Code or  
 17 otherwise.

18 4. The joint administration of the Chapter 11 Cases shall not apply to proofs  
 19 of claim, and creditors of each Debtor shall file a proof of claim in the bankruptcy case of the  
 20 applicable Debtor; and such proof of claim shall identify which Debtor against whom the claim  
 21 is asserted.

22 5. A docket entry shall be made in the Chapter 11 Case of each of the  
 23 Debtors as follows:

24 An order has been entered in this case in accordance with Rule  
 25 1015(b) of the Federal Rules of Bankruptcy Procedure and Local  
 26 Rule 1015 directing the procedural consolidation and joint  
 27 administration of this chapter 11 case. All further pleadings and  
 28 other papers with respect to this chapter 11 case shall be filed in,  
 and all further docket entries shall be made in, In re Station  
 Casinos, Inc., et al., Case No. BK-09-52477 (Jointly  
 Administered).

1                   6.       The caption of the Chapter 11 Cases and the caption of the SCI Cases shall  
2 be modified as set forth in Exhibit A attached hereto.

3                   7.       The Notice of Joint Administration attached hereto as Exhibit B is hereby  
4 approved. The Debtors shall file the Notice of Joint Administration in each of their respective  
5 Chapter 11 Cases and serve the same on parties in interest according to the Bankruptcy Rules,  
6 Local Rules and the Existing Process and Procedures Orders.

7                   8.       All Existing Process and Procedures Orders entered in the SCI Cases shall  
8 apply with full force and effect to the Debtors as if the same were entered in the Chapter 11  
9 Cases; provided that with respect to the ordinary course professionals order [Docket No. 355]  
10 each of the Debtor groups shall file a motion on negative notice that includes a list of all  
11 professionals to be added as ordinary course professionals, to the extent such professionals have  
12 not been previously employed as ordinary course professionals in these cases or in the SCI  
13 Cases. In addition, counsel for the Aliante Debtors and GVR, counsel for the agents for the  
14 Aliante Debtors' and GVR's respective senior secured lenders, the top 40 unsecured creditors of  
15 the Debtors, and any official committee of unsecured creditors appointed in any of the Chapter  
16 11 Cases shall be added to the Master Service List in the SCI Cases.

17                  9.       The Existing Operational Order entered in the SCI Cases and specifically  
18 referred to in the Motion shall apply with full force and effect to the Subsidiary Debtors as if the  
19 same were entered in their respective Chapter 11 Cases.

20                  10.      The Existing Employment Orders entered in the SCI Cases and  
21 specifically referred to in the Motion shall apply with full force and effect to the Subsidiary  
22 Debtors as if the same were entered in their respective Chapter 11 Cases.

23                  11.      The U.S. Trustee shall not convene a meeting of creditors or equity  
24 security holders in the Chapter 11 Cases.

25                  12.      Notwithstanding the relief granted herein and any actions taken pursuant  
26 hereto, nothing contained herein shall create, nor is intended to create, any rights in favor of, or  
27 enhance the status of any claim on equity interest held by, any person.  
28

1                   13.     The terms and conditions of this Order shall be immediately effective and  
2 enforceable upon its entry.

3                   14.     The Court retains jurisdiction with respect to all matters arising from or  
4 related to the implementation and interpretation of this Order.

SUBMITTED BY:

Paul S. Aronzon (CA SBN 88781)  
 Thomas R. Kreller (CA SBN 161922)  
 MILBANK, TWEED, HADLEY & McCLOY LLP  
 601 South Figueroa Street, 30th Floor  
 Los Angeles, California 90017  
 Telephone: (213) 892-4000  
 Facsimile: (213) 629-5063  
 paronzon@milbank.com  
 tkreller@milbank.com

Laury M. Macauley (NV SBN 11413)  
 Dawn M. Cica (NV SBN 004565)  
 LEWIS AND ROCA LLP  
 50 West Liberty Street, Suite 410  
 Reno, Nevada 89501  
 Telephone: (775) 823-2900  
 Facsimile: (775) 823-2929  
 lmacauley@lrlaw.com  
 dcica@lrlaw.com

Reorganization Counsel for the Subsidiary  
 Debtors

Local Reorganization Counsel for the  
 Subsidiary Debtors

James H.M. Sprayregen, P.C. (IL SBN 6190206)  
 David R. Seligman, P.C. (IL SBN 6238064)  
 David A. Agay (IL No. 6244314)  
 Sarah H. Seewer (IL No. 6301437)  
 KIRKLAND & ELLIS LLP  
 300 North LaSalle St.  
 Chicago, Illinois 60654  
 Telephone: (312) 862-2000  
 Facsimile: (312) 862-2200  
 james.sprayregen@kirkland.com  
 david.seligman@kirkland.com  
 david.agay@kirkland.com  
 sarah.seewer@kirkland.com

Candace Carlyon (NV SBN 002666)  
 James Patrick Shea (NV SBN 000405)  
 SHEA & CARLYON, LTD.  
 701 Bridger Avenue, Suite 850  
 Las Vegas, Nevada 89101  
 Telephone: (702) 471-7432  
 Facsimile: (702) 471-7435  
 ccarlyon@sheacarlyon.com  
 jshea@sheacarlyon.com

Reorganization Counsel for the  
 Aliante Debtors and Green Valley Ranch Gaming  
 LLC

Local Reorganization Counsel for the  
 Aliante Debtors and Green Valley Ranch  
 Gaming LLC

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**EXHIBIT A**

**EXHIBIT A**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA

In re:

STATION CASINOS, INC., *et al.*,

Debtors and Debtors in Possession.<sup>1</sup>

☒ Affects all debtors listed in footnote 2<sup>2</sup>

Chapter 11

Case No. BK-09-52477

Jointly Administered Cases BK-09-52470 through BK-09-52487, BK-10-50381, BK-11-51188, BK-11-51190 through BK-11-51219

**[TITLE OF PLEADING]**

Hearing Date:

Hearing Time:

Place: 300 Booth Street  
Reno, NV 89509

<sup>1</sup> The debtors in these jointly administered chapter 11 cases are: (i) Station Casinos, Inc.; Northern NV Acquisitions, LLC; Reno Land Holdings, LLC; River Central, LLC; Tropicana Station, LLC; FCP Holding, Inc.; FCP Voteco, LLC; Fertitta Partners LLC; FCP MezzCo Parent, LLC; FCP MezzCo Parent Sub, LLC; FCP MezzCo Borrower VII, LLC; FCP MezzCo Borrower VI, LLC; FCP MezzCo Borrower V, LLC; FCP MezzCo Borrower IV, LLC; FCP MezzCo Borrower III, LLC; FCP MezzCo Borrower II, LLC; FCP MezzCo Borrower I, LLC; FCP PropCo, LLC; and GV Ranch Station, Inc. (collectively, the “**SCI Debtors**”), (ii) Auburn Development, LLC; Boulder Station, Inc.; Centerline Holdings, LLC; Charleston Station, LLC; CV HoldCo, LLC; Durango Station, Inc.; Fiesta Station, Inc.; Fresno Land Acquisitions, LLC; Gold Rush Station, LLC; Green Valley Station, Inc.; GV Ranch Station, Inc.; Inspirada Station, LLC; Lake Mead Station, Inc.; LML Station, LLC; Magic Star Station, LLC; Palace Station Hotel & Casino, Inc.; Past Enterprises, Inc.; Rancho Station, LLC; Santa Fe Station, Inc.; SC Durango Development LLC; Sonoma Land Holdings, LLC; Station Holdings, Inc.; STN Aviation, Inc.; Sunset Station, Inc.; Texas Station, LLC; Town Center Station, LLC; Tropicana Acquisitions, LLC; and Vista Holdings, LLC (collectively, the “**Subsidiary Debtors**”), (iii) Aliante Gaming, LLC, Aliante Holding, LLC, and Aliante Station, LLC (collectively, the “**Aliante Debtors**”), and (iv) Green Valley Ranch Gaming, LLC (“**GVR**”).

<sup>2</sup> This Motion affects: [\_\_\_\_\_].

**EXHIBIT B**

**EXHIBIT B**

Paul S. Aronzon (CA State Bar No. 88781)  
 Thomas R. Kreller (CA State Bar No. 161922)  
 Robert C. Shenfeld (CA State Bar No. 228181)  
 MILBANK, TWEED, HADLEY & McCLOY LLP  
 601 South Figueroa Street, 30th Floor  
 Los Angeles, California 90017  
 Telephone: (213) 892-4000  
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Laury Macauley (NV State Bar No. 11413)  
 Dawn M. Cica (NV State Bar No. 4565)  
 LEWIS AND ROCA LLP  
 50 West Liberty Street, Suite 410  
 Reno, Nevada 89501  
 Telephone: (775) 823-2900  
 Facsimile: (775) 823-2929  
 lmacauley@lrlaw.com; dcica@lrlaw.com

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**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

In re:

STATION CASINOS, INC., *et al.*,

Debtors and Debtors in Possession.<sup>1</sup>

☒ Affects all debtors listed in footnote 2<sup>2</sup>

Chapter 11

Case No. BK-09-52477

Jointly Administered Cases BK-09-52470  
 through BK-09-52487, BK-10-50381, BK-11-  
 51188, BK-11-51190 through BK-11-51219

**NOTICE OF JOINT  
 ADMINISTRATION OF  
 BANKRUPTCY CASES  
 AND RELATED RELIEF**

<sup>1</sup> The debtors in these jointly administered chapter 11 cases are: (i) Station Casinos, Inc.; Northern NV Acquisitions, LLC; Reno Land Holdings, LLC; River Central, LLC; Tropicana Station, LLC; FCP Holding, Inc.; FCP Voteco, LLC; Fertitta Partners LLC; FCP MezzCo Parent, LLC; FCP MezzCo Parent Sub, LLC; FCP MezzCo Borrower VII, LLC; FCP MezzCo Borrower VI, LLC; FCP MezzCo Borrower V, LLC; FCP MezzCo Borrower IV, LLC; FCP MezzCo Borrower III, LLC; FCP MezzCo Borrower II, LLC; FCP MezzCo Borrower I, LLC; FCP PropCo, LLC; and GV Ranch Station, Inc. (collectively, the “**SCI Debtors**”), (ii) Auburn Development, LLC; Boulder Station, Inc.; Centerline Holdings, LLC; Charleston Station, LLC; CV HoldCo, LLC; Durango Station, Inc.; Fiesta Station, Inc.; Fresno Land Acquisitions, LLC; Gold Rush Station, LLC; Green Valley Station, Inc.; GV Ranch Station, Inc.; Inspirada Station, LLC; Lake Mead Station, Inc.; LML Station, LLC; Magic Star Station, LLC; Palace Station Hotel & Casino, Inc.; Past Enterprises, Inc.; Rancho Station, LLC; Santa Fe Station, Inc.; SC Durango Development LLC; Sonoma Land Holdings, LLC; Station Holdings, Inc.; STN Aviation, Inc.; Sunset Station, Inc.; Texas Station, LLC; Town Center Station, LLC; Tropicana Acquisitions, LLC; and Vista Holdings, LLC (collectively, the “**Subsidiary Debtors**”), (iii) Aliante Gaming, LLC, Aliante Holding, LLC, and Aliante Station, LLC (collectively, the “**Aliante Debtors**”), and (iv) Green Valley Ranch Gaming, LLC (“**GVR**”).

<sup>2</sup> This Notice affects: the **SCI Debtors**, the **Subsidiary Debtors**, the **Aliante Debtors** and **GVR**.

1 **TO ALL CREDITORS, THE UNITED STATES TRUSTEE AND OTHER PARTIES IN**  
2 **INTEREST:**

3 **PLEASE TAKE NOTICE** that by Order of the Bankruptcy Court [Docket No. \_\_\_\_]  
4 (the "Order"), the Chapter 11 Cases (the "Chapter 11 Cases") of the above-captioned debtors  
5 (the "Debtors") shall be jointly administered as follows:

6 1. Joint Administration with the SCI Cases. The Chapter 11 Cases shall be jointly  
7 administered for procedural purposes only with each other and with the existing Station Casinos,  
8 Inc. chapter 11 cases.

9 2. Pleadings and Other Papers Filed with the Court. *Except for proofs of claim*, the  
10 Clerk of the Court will maintain the same docket for all pleadings and other papers filed in the  
11 Chapter 11 Cases. The docket will be maintained under the *Station Casinos, Inc.* caption and  
12 Case No. BK 09-52477 (Jointly Administered), BK 09-52470 through BK 09-52487, BK 10-  
13 50381, BK-11-51188, and BK-11-51190 through BK-11-51219. Parties in interest filing  
14 pleadings are directed to use the consolidated caption in the form attached as Exhibit A hereto.  
15 Each pleading or paper filed, however, should indicate on the caption page, in footnote 2, which  
16 of the Debtors or which SCI Debtor is affected by the subject filing.

17 3. Proofs of Claim. The consolidated caption should not be used for proofs of claim.  
18 Each proof of claim should be filed in the Chapter 11 Case of the applicable Debtor and have the  
19 caption of the case in which it is filed or otherwise comply with a form approved by this Court  
20 by separate order.

21 4. Application of Existing Process and Procedures Orders. Certain orders of the  
22 Bankruptcy Court entered in the Station Casinos, Inc. bankruptcy cases will apply to certain of  
23 the Debtors as set forth in the Order.

24 5. Schedules and Statements. Each of the Debtors will file its own Schedule of  
25 Assets and Liabilities and Statement of Financial Affairs.

1 Dated: April 12, 2011

Respectfully submitted,

2 By: /s/ Thomas R. Kreller

3 Paul S. Aronzon (CA SBN 88781)  
4 Thomas R. Kreller (CA SBN 161922)  
5 MILBANK, TWEED, HADLEY & McCLOY LLP  
6 601 South Figueroa Street, 30th Floor  
7 Los Angeles, California 90017  
Telephone: (213) 892-4000  
Facsimile: (213) 629-5063  
paronzon@milbank.com  
tkreller@milbank.com

Laury M. Macauley (NV SBN 11413)  
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LEWIS AND ROCA LLP  
50 West Liberty Street, Suite 410  
Reno, Nevada 89501  
Telephone: (775) 823-2900  
Facsimile: (775) 823-2929  
lmacauley@lrlaw.com  
dcica@lrlaw.com

8 Reorganization Counsel for the Subsidiary  
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Local Reorganization Counsel for the  
Subsidiary Debtors

10  
11 By: /s/ David A. Agay

12 James H.M. Sprayregen, P.C. (IL SBN 6190206)  
13 David R. Seligman, P.C. (IL SBN 6238064)  
14 David A. Agay (IL No. 6244314)  
15 Sarah H. Seewer (IL No. 6301437)  
16 KIRKLAND & ELLIS LLP  
17 300 North LaSalle St.  
18 Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
james.sprayregen@kirkland.com  
david.seligman@kirkland.com  
david.agay@kirkland.com  
sarah.seewer@kirkland.com

Candace Carlyon (NV SBN 002666)  
James Patrick Shea (NV SBN 000405)  
SHEA & CARLYON, LTD.  
701 Bridger Avenue, Suite 850  
Las Vegas, Nevada 89101  
Telephone: (702) 471-7432  
Facsimile: (702) 471-7435  
ccarlyon@sheacarlyon.com  
jshea@sheacarlyon.com

19 Reorganization Counsel for the  
20 Aliante Debtors and Green Valley Ranch Gaming  
21 LLC

Local Reorganization Counsel for the  
Aliante Debtors and Green Valley Ranch  
Gaming LLC

**EXHIBIT A**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

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